

## Exhibit C

IN THE UNITED STATES BANKRUPTCY COURT

FOR THE DISTRICT OF DELAWARE

In re: ) Chapter 11  
)  
W. R. GRACE & CO., et al.,<sup>1</sup> ) Case No. 01-1139 (JKF)  
) Jointly Administered  
Debtors. )

**NINTH MONTHLY APPLICATION OF  
PACHULSKI, STANG, ZIEHL, YOUNG & JONES P.C.  
FOR COMPENSATION FOR SERVICES RENDERED AND  
REIMBURSEMENT OF EXPENSES AS CO-COUNSEL TO THE DEBTORS  
FOR THE PERIOD FROM DECEMBER 1, 2001 THROUGH DECEMBER 31, 2001**

Name of Applicant: Pachulski, Stang, Ziehl, Young & Jones P.C. ("PSZY&J").

Authorized to Provide Professional Services to: The above-captioned debtors and debtors-in-possession.

Date of Retention: May 3, 2001.

Period for which Compensation and Reimbursement is Sought: December 1, 2001 through December 31, 2001.

Amount of Compensation Sought as Actual, Reasonable and Necessary: \$35,017.00.

Amount of Expense Reimbursement Sought as Actual, Reasonable, and Necessary: \$13,575.07.

<sup>1</sup> The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

This is a: xx monthly         interim         final application.

The total time expended for preparation of this fee application is approximately 3.00 hours and the corresponding compensation requested is approximately \$850.00.<sup>2</sup>

Prior Applications Filed:

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
07/10/01	4/2/01-4/30/01	\$62,472.75	\$23,277.13	\$62,472.75	\$23,277.13
08/09/01	5/1/01-5/31/01	\$29,929.00	\$15,670.64	\$29,929.00	\$15,670.64
09/07/01	6/1/01-6/30/01	\$30,195.50	\$37,763.45	\$30,195.50	\$37,763.45
09/11/01	7/1/01-7/31/01	\$17,040.50	\$20,323.76	\$17,040.50	\$20,323.76
10/31/01	8/1/01-8/31/01	\$ 9,407.50	\$20,486.61	\$ 9,407.50	\$20,486.61
11/13/01	9/1/01-9/30/01	\$13,158.00	\$10,035.46	\$13,158.00	\$10,035.46
11/27/01	10/1/01-10/31/01	\$13,420.75	\$ 8,922.92	\$13,420.75	\$ 8,922.92
1/22/02	11/1/01-11/30/01	\$39,991.50	\$22,398.11	\$39,991.50	\$22,398.11

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<sup>2</sup> The actual number of hours expended preparing this Application and the corresponding compensation requested will be set forth in PSZY&J's subsequent fee applications.

Name of Professional Individual	Position of the Applicant, Number of years in that Position, Prior Relevant Experience, Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate (including changes)	Total Hours Billed <sup>3</sup>	Total Compensation
Laura Davis Jones	Shareholder 2000; Joined Firm 2000; Member of DE Bar since 1986	\$550.00	9.30	\$ 5,115.00
Stephen G. Frye	Of Counsel 2001; Member of CA Bar since 1998	\$350.00	.20	\$ 70.00
Hamid R. Rafatjoo	Associate 2000; Member of CA Bar since 1995	\$330.00	3.60	\$ 1,188.00
David W. Carickhoff	Associate 2001; Member of DE Bar since 1998	\$280.00	67.00	\$18,760.00
Laurie A. Gilbert	Paralegal since 1983	\$125.00	.40	\$ 50.00
Patricia E. Cuniff	Paralegal since 1998	\$110.00	73.20	\$ 8,052.00
Donna C. Crossan	Case Management Assistant 2000	\$ 55.00	14.80	\$ 814.00
Violet E. Mobley	Case Management Assistant 2000	\$ 50.00	.10	\$ 5.00
Sheryle L. Pitman	Case Management Assistant 2001	\$ 50.00	17.50	\$ 875.00
Christina M. Shaeffer	Case Management Assistant 2001	\$ 40.00	.90	\$ 36.00
Jason M. Griffith	Case Management Assistant 2001	\$ 40.00	1.30	\$ 52.00

Blended Rate: \$186.25

<sup>3</sup> Some professional time that was spent during the Interim Period will be reflected in a subsequent application and some professional time that was spent during the previous Interim Period is reflected in this Application.

**COMPENSATION BY PROJECT CATEGORY**

Project Category	Total Hours	Total Fees Requested
Asset Disposition	.60	\$ 66.00
Bankruptcy Litigation	14.40	\$ 6,381.00
Case Administration	117.60	\$19,266.00
Claims Administration/Objections	11.10	\$ 1,493.00
Compensation of Professionals	37.10	\$ 6,425.00
Executory Contracts	.80	\$ 88.00
Financial Filings	1.30	\$ 228.00
Litigation (Non-Bankruptcy)	2.60	\$ 592.00
Plan & Disclosure Statement	1.00	\$ 280.00
Retention of Professionals	1.80	\$ 198.00
<b>TOTAL</b>	<b>188.30</b>	<b>\$35,017.00</b>

**EXPENSE SUMMARY**

Expense Category	Service Provider <sup>4</sup> (If Applicable)	Total Expenses
Facsimile (\$1.00/page)		\$ 1,910.00
Reproduction (@\$.15 per page)		\$10,199.85
Express Mail	Federal Express	\$ 879.00
Postage		\$ 280.53
Transcript	Valerie Gunning	\$ 96.00
Overtime		\$ 208.70
<b>TOTAL</b>	<b>179.50</b>	<b>\$13,575.07</b>

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<sup>4</sup> PSZY&J may use one or more service providers. The service providers identified herein are the primary service providers for the categories described.

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re: ) Chapter 11  
)  
W. R. GRACE & CO., et al.,<sup>1</sup> ) Case No. 01-1139 (JKF)  
) Jointly Administered  
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**NINTH MONTHLY APPLICATION OF  
PACHULSKI, STANG, ZIEHL, YOUNG & JONES P.C.  
FOR COMPENSATION FOR SERVICES RENDERED AND  
REIMBURSEMENT OF EXPENSES AS CO-COUNSEL TO THE DEBTORS  
FOR THE PERIOD FROM DECEMBER 1, 2001 THROUGH DECEMBER 31, 2001**

Pursuant to sections 330 and 331 of title 11 of the United States Code (the "Bankruptcy Code"), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and the Court's Administrative Order Pursuant to Sections 105(a) and 331 of the Bankruptcy Code Establishing Procedures for Allowance and Payment of Monthly Interim Compensation and Reimbursement of Expenses of Professionals, entered May 3, 2001 (the "Administrative Order"), Pachulski, Stang, Ziehl, Young & Jones P.C. ("PSZY&J") hereby files this Ninth Monthly Application of Pachulski, Stang, Ziehl, Young & Jones P.C. for

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<sup>1</sup> The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc.), Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

Compensation for Services Rendered and Reimbursement of Expenses as Co-counsel to the Debtors for the Period from December 1, 2001 through December 31, 2001 (the "Application"). By this Application PSZY&J seeks a monthly interim allowance of compensation in the amount of \$35,017.00 and reimbursement of actual and necessary expenses in the amount of \$13,575.07 for a total of \$48,592.07 for the period December 1, 2001 through December 31, 2001 (the "Interim Period"). In support of this Application, PSZY&J respectfully represents as follows:

### Background

1. On April 2, 2001, each of the Debtors (collectively, the "Debtors") filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"). Pursuant to Sections 1107 and 1108 of the Bankruptcy Code, Debtors are continuing to operate their businesses and manage their properties and assets as debtors in possession. Since the Petition Date, the U.S. Trustee has appointed the following committees: Official Committee of Unsecured Creditors, Official Committee of Asbestos Personal Injury Claimants, Official Committee of Asbestos Property Damage Claimants, and the Official Committee of Equity Security Holders (collectively, the "Committees"). No trustee has been appointed in Debtors' chapter 11 cases.

2. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

3. On April 2, 2001, the Court entered its order that Debtors' chapter 11 cases be consolidated for procedural purposes only and administered jointly.

4. By this Court's order dated May 3, 2001, Debtors were authorized to retain PSZY&J as their counsel, effective as of April 2, 2001, with regard to the filing and prosecution of their Chapter 11 cases, and all related matters (the "Retention Order"). The Retention Order authorizes Debtors to compensate PSZY&J at PSZY&J's hourly rates charged for services of this type and to be reimbursed for actual and necessary out-of-pocket expenses that it incurred, subject to application to this Court in accordance with the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, all applicable local rules and orders of this Court.

5. On May 3, 2001, the Court entered its Administrative Order establishing procedures for interim compensation and reimbursement of expenses of professionals. Pursuant to the procedures set forth in that Administrative Order, professionals may request monthly compensation and reimbursement, and interested parties may object to such requests. If no interested party objects to a professional's request within twenty (20) days, the applicable professional may submit to the Court a certification of no objection authorizing the interim compensation and reimbursement of eighty percent (80%) of the fees requested and 100% of the expenses requested, subject to the filing and approval of interim and final fee applications of the professional.

#### **Compensation Paid and Its Source**

6. All Services for which PSZY&J requests compensation were performed for or on behalf of Debtors.

7. Except for the amounts paid to PSZY&J pursuant to previously approved monthly interim applications for compensation and reimbursement, if any, or a retainer, PSZY&J



has received no payment and no promises for payment from any source for services rendered or to be rendered in any capacity whatsoever in connection with the matters covered by this Application. There is no agreement or understanding between PSZY&J and any other person other than the shareholders of PSZY&J for the sharing of compensation to be received for services rendered in these cases.

### Fee Statements

8. The fee statement for the Interim Period is attached hereto as Exhibit A. This statement contains daily time logs describing the time spent by each attorney and paraprofessional during the Interim Period.<sup>2</sup> To the best of PSZY&J's knowledge, this Application complies with Sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Administrative Order, and the Local Rules of Bankruptcy Practice and Procedure for the United States Bankruptcy Court for the District of Delaware (the "Delaware Local Rules"). PSZY&J's time reports are initially handwritten or typewritten by the attorney or paralegal performing the described services. The time reports are organized on a daily basis. PSZY&J is particularly sensitive to issues of "lumping," and unless time was spent in one time frame on a variety of different matters for a particular client, separate time entries are set forth in the time reports. PSZY&J's charges for its professional services are based upon the time, nature, extent and value of such services and the cost of comparable services other than in a case under the Bankruptcy Code. PSZY&J has reduced its charges related to any non-working "travel time" to

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<sup>2</sup>However, some professional time that was spent during the Interim Period will be reflected in a subsequent application, and some professional time that was spent during a period prior to the Interim Period will be reflected in this Application.

50% of PSZY&J's standard hourly rate. To the extent it is feasible, PSZY&J attempts to work during travel.

**Actual and Necessary Expenses**

9. A summary of actual and necessary expenses incurred by PSZY&J for the Interim Period is attached hereto as part of Exhibit A. PSZY&J customarily charges \$0.15 per page for photocopying expenses related to cases, such as this one, arising in Delaware. PSZY&J's photocopying machines automatically record the number of copies made when the person that is doing the copying enters the client's account number into a device attached to the photocopier. PSZY&J summarizes each client's photocopying charges on a daily basis.

10. PSZY&J charges \$1.00 per page for out-going facsimile transmissions. There is no additional charge for long distance telephone calls on faxes. The charge for outgoing facsimile reflects PSZY&J's calculation of the actual costs incurred by PSZY&J for the machines, supplies and extra labor expenses associated with sending telecopies and is reasonable in relation to the amount charged by outside vendors who provide similar services. PSZY&J does not charge fax receipts to Debtors in these cases.

11. Regarding Providers of on-line legal research (e.g., LEXIS and WESTLAW), PSZY&J charges the standard usage rates these providers charge for computerized legal research. PSZY&J bills its clients the actual cash charged by such services, with no premium. Any volume discount received by PSZY&J is passed on to the client.

12. PSZY&J believes the foregoing rates are the market rates that the majority of law firms charge clients for such services. In addition, PSZY&J believes that such charges are

in accordance with the American Bar Association's ("ABA") guidelines, as set forth in the ABA's Statement of Principles, dated January 12, 1995, regarding billing for disbursements and other charges.

### **Summary of Services Rendered**

13. The shareholders and associates of PSZY&J who have rendered professional services in these cases for which PSZY&J seeks compensation are as follows: Laura Davis Jones, Hamid R. Rafatjoo, Stephen G. Frye, and David W. Carickhoff. The paraprofessionals of PSZY&J who provided services to these attorneys in these cases are paralegals Laurie A. Gilbert and Patricia E. Cuniff. The case management assistants are Donna C. Crossan, Violet E. Mobley, Sheryle L. Pitman, Jason M. Griffith and Christina M. Shaeffer. PSZY&J, by and through the above-named persons, has prepared and assisted in the preparation of various pending orders submitted to the Court for consideration, advised Debtors on a regular basis with respect to various matters in connection with these cases, and performed all necessary professional services which are described and narrated in detail below.

### **Summary of Services by Project**

The services rendered by PSZY&J during the Interim Period can be grouped into the categories set forth below. PSZY&J attempted to place the services provided in the category that best relates to such services. However, because certain services may relate to one or more categories, services pertaining to one category may in fact be included in another category. These services performed, by categories, are generally described below, with a more detailed identification of the actual services provided set forth on the attached Exhibit A. Exhibit A

identifies the attorneys and paraprofessionals who rendered services relating to each category, along with the number of hours for each individual and the total compensation sought for each category.

**A. Asset Disposition**

This category relates to services provided in connection with the disposition of Debtors' assets. In that regard, during the Interim Period, PSZY&J filed and served Debtors' quarterly report on the sale of certain assets having a de minimis value.

Fees: \$66.00; Total hours: .60

**B. Bankruptcy Litigation**

This category relates to services provided in connection with litigation issues relating to Debtors' bankruptcy cases. In that regard, during the Interim Period, PSZY&J, among other things, (1) reviewed, revised and addressed issues relating to Debtors' motion to dismiss the complaint filed by Zonolite claimants; and (2) review and filed Debtors' opposition to a motion to dismiss Debtors' cases.

Fees: \$6,381.00; Total hours: 14.40

**C. Case Administration**

Time billed to this category relates to administrative matters. In that regard, during the Interim Period, PSZY&J, among other things: (1) communicated with various parties interested in these cases and addressed issues regarding same; (2) maintained a current document system and maintained and circulated memoranda setting forth the critical dates and deadlines in

Debtors' cases; (3) assisted in coordinating the efforts of Debtors' various professionals to avoid duplication of efforts; (4) reviewed, analyzed and addressed issues regarding the transfer of Debtors' cases to Judge Wolin; and (5) prepared the notice of agenda for Debtors' omnibus hearing.

Fees: \$19,266.00; Total hours: 117.60

**D. Claims Administration/Objections**

This category relates to services provided in connection with claims administration and claims objections issues. During the Interim Period, PSZY&J, among other things: (1) reviewed, analyzed and addressed issues regarding settlement of claims between Debtors and various claimants; and (2) communicated with Debtors' creditors regarding the bar date and the filing of proofs of claim.

Fees: \$1,493.00; Total hours: 11.10

**E. Compensation of Professionals**

This category relates to services provided in connection with issues related to compensation of professionals. During the Interim Period, PSZY&J, among other things: (1) drafted and addressed issues relating to the modification of the Administrative Order governing interim compensation procedures; (2) drafted PSZY&J's second quarterly fee application; (3) drafted, reviewed and revised PSZY&J's eighth fee application; and (4) reviewed, analyzed and addressed issues regarding the filing and service of the fee applications of Debtors' other professionals.

Fees: \$6,425.00; Total hours: 37.10

**F. Executory Contracts**

This category relates to services provided in connection with issues related to Debtors' executory contracts. During the Interim Period, PSZY&J filed and served Debtors' motion to reject a pharmacy services agreement.

Fees: \$88.00; Total hours: .80

**G. Financial Filings**

This category relates to services provided in connection with Debtors' schedules of assets and liabilities and statement of financial affairs and monthly operating reports. During the Interim Period, PSZY&J reviewed and analyzed Debtors' monthly operating reports and addressed issues relating to the filing of the same.

Fees: \$228.00; Total hours: 1.30

**H. Litigation (non-bankruptcy)**

This category relates to services provided in connection with certain non-bankruptcy related litigation. During the Interim Period, PSZY&J (1) drafted and filed a certificate of no objection regarding Debtors' motion for entry of a consent decree between Debtors and the Environmental Protection Agency; and (2) reviewed, revised and filed Debtors' motion to extend time to remove pending actions.

Fees: \$592.00; Total hours: 2.60

**I. Plan/Disclosure Statement**

This category relates to services provided relating to plan and disclosure statements issues. During the Interim Period, PSZY&J participated in a meeting regarding the process for implementing Debtors' plan of reorganization.

Fees: \$280.00; Total hours: 1.00

**J. Retention of Professionals**

This category relates to services provided in connection with obtaining approval of various professionals' employment. During the Interim Period, PSZY&J, among other things, addressed issues regarding the retention of professionals and, in connection therewith, filed certificates of no objection regarding pending employment applications.

Fees: \$198.00; Total hours: 1.80

**Valuation of Services**

Attorneys and paraprofessionals of PSZY&J expended a total of 188.30 hours in connection with these cases during the Interim Period, as follows:

Name of Professional Individual	Hourly Billing Rate	Total Hours Billed	Total Compensation
Laura Davis Jones	\$550.00	9.30	\$ 5,115.00
Stephen G. Frye	\$350.00	.20	\$ 70.00
Hamid R. Rafatjoo	\$330.00	3.60	\$ 1,188.00
David W. Carickhoff	\$280.00	67.00	\$18,760.00
Laurie A. Gilbert	\$125.00	.40	\$ 50.00
Patricia E. Cuniff	\$110.00	73.20	\$ 8,052.00
Donna C. Crossan	\$ 55.00	14.80	\$ 814.00
Violet E. Mobley	\$ 50.00	.10	\$ 5.00
Sheryle L. Pitman	\$ 50.00	17.50	\$ 875.00
Jason M. Griffith	\$ 40.00	1.30	\$ 52.00
Christina M. Shaeffer	\$ 40.00	.90	\$ 36.00

The nature of work performed by these persons is fully set forth in Exhibit A attached hereto.

These are PSZY&J's normal hourly rates for work of this character. The reasonable value of the services rendered by PSZY&J to Debtors during the Interim Period is \$35,017.00.

In accordance with the factors enumerated in Section 330 of the Bankruptcy Code, it is respectfully submitted that the amount requested by PSZY&J is fair and reasonable given (a) the complexity of these cases, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under this title. Moreover, PSZY&J has reviewed the requirements of the Delaware Local Rules and believes that this Application complies with such Rules.

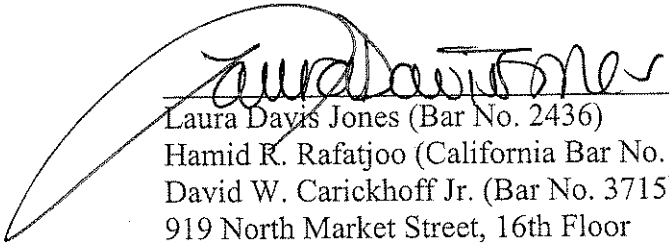
WHEREFORE, PSZY&J respectfully requests that the Court approve, for the period December 1, 2001, through December 31, 2001, an allowance be made to PSZY&J in the sum of \$35,017.00 as compensation for necessary professional services rendered, and the sum of \$13,575.07 for reimbursement of actual necessary costs and expenses, for a total of \$48,592.07,



that such sums be authorized for payment pursuant to the Administrative Order; and provide PSZY&J such other and further relief as this Court may deem just and proper.

Dated: January 28, 2002

PACHULSKI, STANG, ZIEHL, YOUNG & JONES P.C.



\_\_\_\_\_  
Laura Davis Jones (Bar No. 2436)  
Hamid R. Rafatjoo (California Bar No. 181564)  
David W. Carickhoff Jr. (Bar No. 3715)  
919 North Market Street, 16th Floor  
P.O. Box 8705  
Wilmington, DE 19899-8705 (Courier 19801)  
Telephone: (302) 652-4100  
Facsimile: (302) 652-4400

Co-counsel for Debtors and Debtors in Possession

VERIFICATION

STATE OF DELAWARE :

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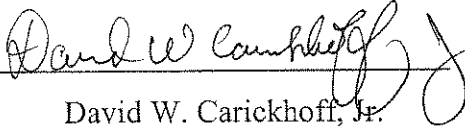
COUNTY OF NEW CASTLE :

David W. Carickhoff, Jr., after being duly sworn according to law, deposes and says:

a) I am an associate with the applicant law firm Pachulski, Stang, Ziehl, Young & Jones P.C., and have been admitted to appear before this Court.


b) I have personally performed many of the legal services rendered by Pachulski, Stang, Ziehl, Young & Jones P.C. as counsel to the Debtors and am thoroughly familiar with the other work performed on behalf of the Debtors by the lawyers and paraprofessionals of PSZY&J.

c) I have reviewed the foregoing Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Moreover, I have reviewed the Local Bankruptcy Rules for the District of Delaware, and submit that the Application substantially complies with such rules.

  
David W. Carickhoff, Jr.

SWORN AND SUBSCRIBED

before me this 28<sup>th</sup> day of January, 2002.

  
Notary Public  
My Commission Expires: 02/11/02

**PACHULSKI, STANG, ZIEHL, YOUNG & JONES P.C.**

10100 Santa Monica Boulevard  
 11th Floor  
 Los Angeles, CA 90067

January 26, 2002

Invoice Number **50213**      **91100 00001**      **HRR**

David B. Siegel, Esquire  
 W.R. Grace and Co.  
 7500 Grace Drive  
 Columbia, MD 21044

Balance forward as of last invoice, dated: November 30, 2001

\$117,264.93

Net balance forward

\$117,264.93

Re: W.R. Grace and Co.

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**Statement of Professional Services Rendered Through**

**12/31/2001**

			<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
<b>ASSET DISPOSITION [B130]</b>					
10/30/01	PEC	File and serve Debtors' Quarterly Report of Asset Sales from August 2, 2001 through September 30, 2001 in Accordance with that Certain Order Establishing Proceedings for the Sale or Abandonment of De Minimis Assets (.4); Draft Certificate of Service (.2)	0.60	110.00	\$66.00
<b>Task Code Total</b>			<b>0.60</b>		<b>\$66.00</b>
<b>BANKRUPTCY LITIGATION [L430]</b>					
12/04/01	DWC	Call with Jay Kapp re: complaints filed against the Debtors.	0.30	280.00	\$84.00
12/12/01	LDJ	Review memo from David Carickhoff, Esq. re: 1/4 hearings agenda	0.20	550.00	\$110.00
12/13/01	DWC	Call with Chad Mitchell re: filing adversary proceeding for declaratory judgement re: NJ remediation order (.2); review adversary complaint re: same (.4); prepare the same for filing and service (.4)	1.00	280.00	\$280.00
12/13/01	DWC	Call with Kelly Fabian re: Motion to Dismiss Zonolite plaintiffs' complaint.	0.20	280.00	\$56.00
12/17/01	DWC	Review and revise Motion to Dismiss Zonolite Claimants complaint and memo in support of same and address filing and service thereof.	3.00	280.00	\$840.00
12/18/01	DWC	Call with Jay Kapp re: motions for class certification and time to respond to same (.2); draft letter to Bill Sullivan requesting extension to respond to same (.4); review J. Kapp letter re: same (.2)	0.80	280.00	\$224.00
12/20/01	LDJ	Review pending motions, responses, past agendas in preparation for 12/20 meetings with Judge Wolin	1.70	550.00	\$935.00
12/20/01	LDJ	Attend general case management meeting with J. Wolin	2.50	550.00	\$1,375.00

		and all asbestos cases participants			
12/20/01	LDJ	Participate in case meeting with Judge Wolin and all Grace case participants re: case status, open issues, scheduling, case strategy	1.80	550.00	\$990.00
12/21/01	DWC	Prepare amended agenda notice and address filing and service thereof.	0.40	280.00	\$112.00
12/29/01	LDJ	Review pending matters for 1/3 status conference with Judge Fitzgerald	2.50	550.00	\$1,375.00
<b>Task Code Total</b>			<b>14.40</b>		<b>\$6,381.00</b>
<b>CASE ADMINISTRATION [B110]</b>					
10/02/01	PEC	Review daily correspondence and pleadings and forward to the appropriate individuals.	0.80	110.00	\$88.00
10/03/01	PEC	Review daily correspondence and pleadings and forward to the appropriate individuals.	0.40	110.00	\$44.00
10/05/01	PEC	Update critical dates memo.	0.60	110.00	\$66.00
10/05/01	PEC	Review daily correspondence and pleadings and forward to the appropriate individuals.	0.80	110.00	\$88.00
10/08/01	PEC	Review daily correspondence and pleadings and forward to the appropriate individuals.	0.80	110.00	\$88.00
10/08/01	PEC	Return calls to various creditors regarding case status.	0.80	110.00	\$88.00
10/09/01	PEC	Review daily correspondence and pleadings and forward to the appropriate individuals.	1.00	110.00	\$110.00
10/09/01	PEC	Update critical dates memo.	1.00	110.00	\$110.00
10/10/01	PEC	Review daily correspondence and pleadings and forward to the appropriate individuals.	0.60	110.00	\$66.00
10/12/01	PEC	Serve [signed] Order Scheduling Omnibus hearing dates and draft Affidavit of Service (.4); File and serve Affidavit of Service. (.4)	0.80	110.00	\$88.00
10/12/01	PEC	Review daily correspondence and pleadings and forward to the appropriate individuals.	0.50	110.00	\$55.00
10/15/01	PEC	Review daily correspondence and pleadings and forward to the appropriate individuals.	0.40	110.00	\$44.00
10/17/01	PEC	Review daily correspondence and pleadings and forward to the appropriate individuals.	0.90	110.00	\$99.00
10/18/01	PEC	Review docket and update critical dates	1.10	110.00	\$121.00
10/18/01	PEC	Review daily correspondence and pleadings and forward to the appropriate individuals.	0.50	110.00	\$55.00
10/22/01	PEC	Review daily correspondence and pleadings and forward to the appropriate individuals.	0.50	110.00	\$55.00
10/22/01	PEC	Return calls to creditors regarding case status.	0.50	110.00	\$55.00
10/24/01	PEC	Review daily correspondence and pleadings and forward to the appropriate individuals.	0.60	110.00	\$66.00
10/30/01	PEC	Review daily correspondence and pleadings and forward to the appropriate individuals.	0.50	110.00	\$55.00
10/30/01	PEC	Update critical dates memo.	0.60	110.00	\$66.00
10/31/01	PEC	Draft Agenda Notice for 11/1/01 hearing.	1.80	110.00	\$198.00
12/03/01	PEC	Review daily correspondence and pleadings and forward to the appropriate individuals.	0.40	110.00	\$44.00
12/03/01	DWC	Meet with L. Jones re: Judge Wolin request for certain information and documents (.2); assist in preparing the same (1).	1.20	280.00	\$336.00
12/04/01	PEC	Review docket and update critical dates memo.	0.50	110.00	\$55.00
12/04/01	PEC	Review daily correspondence and pleadings and forward to the appropriate individuals.	0.80	110.00	\$88.00
12/04/01	LDJ	Telephone conference with David Bernick, Esq. re: overall case status; pending issues	0.20	550.00	\$110.00
12/04/01	DWC	Prepare exhibit of all outstanding matters as per Judge	2.90	280.00	\$812.00

		Wolin's request			
12/04/01	CMS	Maintain Document Control.	0.30	40.00	\$12.00
12/05/01	PEC	Review daily correspondence and pleadings and forward to the appropriate individuals.	0.90	110.00	\$99.00
12/05/01	PEC	Return calls to various potential creditors.	0.40	110.00	\$44.00
12/05/01	CMS	Maintain Document Control.	0.20	40.00	\$8.00
12/06/01	PEC	Review daily correspondence and pleadings and forward to the appropriate individuals.	0.50	110.00	\$55.00
12/06/01	LDJ	Telephone conference with James Sprayregen, Esq. re: case transition issues; overall case status	0.30	550.00	\$165.00
12/06/01	DWC	Review Judge Wolin December 5th Order re: assignment of cases and e-mail Kirkland and Ellis attorneys and Debtors re: same	0.60	280.00	\$168.00
12/06/01	CMS	Maintain Document Control.	0.40	40.00	\$16.00
12/07/01	PEC	Review daily correspondence and pleadings and forward to the appropriate individuals.	0.50	110.00	\$55.00
12/10/01	DWC	Review Judge Wolin order re: allocation of matters between District Court and Bankruptcy Court (.3); e-mail co-counsel re: same (.2).	0.50	280.00	\$140.00
12/10/01	PEC	Review daily correspondence and pleadings and forward to the appropriate individuals.	0.80	110.00	\$88.00
12/10/01	PEC	Review docket for updates.	0.30	110.00	\$33.00
12/11/01	HRR	Review and analyze case transfer memo.	0.10	330.00	\$33.00
12/12/01	DWC	Call with Ramona Baker re: documents requested by Judge Fitzgerald (.4); e-mail co-counsel re: same (.2); call with co-counsel re: same (.2)	0.80	280.00	\$224.00
12/12/01	PEC	Review daily correspondence and pleadings and forward to the appropriate individuals.	0.90	110.00	\$99.00
12/12/01	PEC	Update critical dates memo.	0.80	110.00	\$88.00
12/13/01	DCC	Maintain document control.	2.80	55.00	\$154.00
12/13/01	DWC	Call with Sam Schwartz re: preparation of materials requested by Judge Fitzgerald (.3), meet with P. Cuniff re: same (.2)	0.50	280.00	\$140.00
12/13/01	DWC	Review Judge Fitzgerald's 12/12 Order re: scheduling conference on January 3, 2002 (.3); address filing and service thereof (.5)	0.80	280.00	\$224.00
12/14/01	DCC	Maintain document control.	1.00	55.00	\$55.00
12/14/01	DWC	Call with Sam Schwartz re: Status Report prepared for Judge Wolin (.2); review the Status Report and address service thereof (1.5).	1.70	280.00	\$476.00
12/14/01	PEC	Review docket for updates and update critical dates.	1.10	110.00	\$121.00
12/14/01	PEC	Review daily correspondence and pleadings and forward to the appropriate individuals.	0.90	110.00	\$99.00
12/15/01	DCC	Maintain document control.	4.00	55.00	\$220.00
12/15/01	DWC	Address filing of Status Report.	2.50	280.00	\$700.00
12/16/01	DWC	Prepare Agenda Notice for January 3, 2002 hearing before Judge Fitzgerald.	2.00	280.00	\$560.00
12/17/01	PEC	Review docket and revise Agenda Notice for 1/3/02 Hearing (1.0) forward to Sam Schwartz for review via fax and e-mail (.2)	1.20	110.00	\$132.00
12/17/01	PEC	Respond to various requests for 2002 service list.	0.30	110.00	\$33.00
12/17/01	PEC	Review daily correspondence and pleadings and forward to the appropriate individuals.	0.60	110.00	\$66.00
12/17/01	DWC	Finalize agenda notice for January 3, 2002 hearing.	1.20	280.00	\$336.00
12/18/01	SLP	Prepare hearing binder.	8.00	50.00	\$400.00
12/18/01	PEC	Respond to request of David Carickhoff to gather various documents to be sent to Judge Fitzgerald for the 1/3/02 Hearing.	1.10	110.00	\$121.00
12/18/01	PEC	Review daily correspondence and pleadings and forward to the appropriate individuals.	0.80	110.00	\$88.00

12/18/01	PEC	Return calls to various creditors regarding status of the case.	0.50	110.00	\$55.00
12/18/01	DWC	Prepare binders for January 3, 2002 hearing and as per Judge Fitzgerald's document request (8.5); draft letter to Judge Fitzgerald re: same (.4)	8.90	280.00	\$2,492.00
12/19/01	DWC	Address creditors' committee request re: Judge Fitzgerald's order scheduling status hearing on January 3 and speak with Arlene Krieger re: same.	0.90	280.00	\$252.00
12/19/01	JMG	Maintain Document Control.	1.30	40.00	\$52.00
12/19/01	SLP	Prepare hearing binder.	2.00	50.00	\$100.00
12/19/01	VEM	Match pleadings with court docket.	0.10	50.00	\$5.00
12/19/01	PEC	Draft Service list for 1/3/02 Agenda Notice.	1.60	110.00	\$176.00
12/19/01	PEC	Review daily correspondence and pleadings and forward to the appropriate individuals.	0.60	110.00	\$66.00
12/19/01	DWC	Prepare for 12/20 hearing in Newark, NJ	2.50	280.00	\$700.00
12/19/01	PEC	Draft Affidavit of Service (.2); File and serve Agenda Notice for 1/3/02 Hearing (.40)	0.60	110.00	\$66.00
12/20/01	SLP	Prepare hearing binder.	4.50	50.00	\$225.00
12/20/01	PEC	Revise and review Agenda Notice for 1/3/02 Hearing.	0.50	110.00	\$55.00
12/20/01	PEC	Review daily correspondence and pleadings and forward to the appropriate individuals.	0.40	110.00	\$44.00
12/20/01	PEC	Update critical dates.	0.40	110.00	\$44.00
12/20/01	DWC	Review materials in preparation of Judge Wolin hearing/status conference (1.5); attend the same (8.5)	10.00	280.00	\$2,800.00
12/20/01	PEC	Telephone call with Shirley Pope at Kirkland & Ellis regarding a document request (.30); and respond to request (.20)	0.50	110.00	\$55.00
12/21/01	DWC	Review Judge Wolin's December 21st Case Administration Order and e-mail co-counsel re: same.	0.40	280.00	\$112.00
12/21/01	PEC	Draft Certificate of No Objection regarding Pitney Hardin September Fee Application and Certificate of Service.	0.50	110.00	\$55.00
12/21/01	PEC	Review daily correspondence and pleadings and forward to the appropriate individuals.	1.00	110.00	\$110.00
12/21/01	DWC	Review opposition to Zonolite claimants motion to dismiss cases (1.30); and prepare to file the same (.30)	1.60	280.00	\$448.00
12/22/01	DCC	Maintain document control.	2.00	55.00	\$110.00
12/26/01	DCC	Maintain document control.	5.00	55.00	\$275.00
12/26/01	HRR	Review and analyze notice of agenda.	0.20	330.00	\$66.00
12/26/01	SLP	Prepare hearing binder.	3.00	50.00	\$150.00
12/26/01	DWC	Draft Amended Administrative Order and exhibits thereto (5.5); calls with co-counsel re: same and comments (.3); and address service thereof for comments (.2).	6.00	280.00	\$1,680.00
12/27/01	DWC	Calls with M. Zaleski (.2); B. Chipman (.2) and B. Sullivan (.2) re: January 3, 2002 hearing.	0.60	280.00	\$168.00
12/27/01	DWC	Call with S. Schwartz re: revisions to Amended Administrative Order (.3); revise the same as per co-counsel comments (.7)	1.00	280.00	\$280.00
12/28/01	DWC	Review Judge Wolin order appointing special masters and consultants and e-mail co-counsel re: same.	0.30	280.00	\$84.00
12/28/01	DWC	Address establishment of telephonic participation for 1/3/02 hearing	0.30	280.00	\$84.00
12/28/01	LDJ	Telephone conference with Matt Zaleski, Esq. re: next hearing agenda	0.10	550.00	\$55.00

**Task Code Total**

**117.60**

**\$19,266.00**

**CLAIMS ADMIN/OBJECTIONS [B310]**

10/02/01	PEC	Return calls to various creditors regarding bar date and case status.	0.60	110.00	\$66.00
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10/05/01	PEC	Return calls to various creditors regarding case status and bar date.	1.00	110.00	\$110.00
10/10/01	PEC	Draft Certificate of No Objection regarding Stipulation and Agreement Between the Debtors and AON Consulting, Inc. and Certificate of Service (.4); File and serve Certificate of Service (.4)	0.80	110.00	\$88.00
10/11/01	PEC	Return calls to creditors regarding bar date.	0.50	110.00	\$55.00
10/12/01	PEC	File and serve Debtors Motion Pursuant to 11 U.S.C. §105(a) and Fed.R. Bankr.P. 9019 for Court Approval of Stipulation Resolving Tax Dispute Between Debtor and State of Washington (.4); Draft Certificate of Service (.1)	0.50	110.00	\$55.00
10/18/01	PEC	Return calls to creditors regarding bar date and case status.	0.60	110.00	\$66.00
10/30/01	PEC	File and serve Debtors' Quarterly Report of Settlements from July 31, 2001 through September 31, 2001 in Accordance with that Certain Amended Order Authorizing and Approving an Omnibus Procedure for Settling Certain Claims and Causes of Action Brought by or Against the Debtors in a Judicial, Administrative, Arbitral or other Action or Proceeding (.4); Draft Certificate of Service (.2)	0.60	110.00	\$66.00
12/05/01	DWC	Call with Sam Schwartz re: claims settlements.	0.20	280.00	\$56.00
12/06/01	DWC	Review and revise Cert. of No Objection re: motion to clarify motion to honor certain pre-petition obligations.	0.20	280.00	\$56.00
12/06/01	PEC	Telecon with Diana Foster regarding W. R. Grace Proof of Claim Forms filed with the Court.	0.20	110.00	\$22.00
12/06/01	PEC	Draft Certificate of No Objection regarding Debtors' Motion to Honor Prepetition Obligations and Certificate of Service (.40); and file and serve (.20)	0.60	110.00	\$66.00
12/10/01	DWC	Address letter from State of Wisconsin regarding claim.	0.20	280.00	\$56.00
12/10/01	DWC	Call with Jay Kapp re: Former Employees Motion for Indemnification and Other Claims.	0.20	280.00	\$56.00
12/10/01	PEC	Return calls to potential creditors regarding Bar Date.	0.50	110.00	\$55.00
12/12/01	DWC	Review and revise Cert. of No Objection re: Notice of Claims Settlement dated 11/15/01	0.20	280.00	\$56.00
12/12/01	PEC	Draft Certificate of No Objection regarding Debtors' Claims Settlement Notice dated November 15, 2001 (.4); File and serve (.4)	0.80	110.00	\$88.00
12/14/01	PEC	Return calls to various potential creditors regarding bar date.	1.00	110.00	\$110.00
12/17/01	PEC	Return calls to various potential creditors regarding bar date and case status.	0.50	110.00	\$55.00
12/19/01	PEC	Return calls to potential creditors regarding Proof of Claim Form.	0.50	110.00	\$55.00
12/20/01	PEC	Draft Certificate of No Objection regarding Claims Settlement Notice and Certificate of Service (.4); File and serve (.4)	0.80	110.00	\$88.00
12/28/01	DWC	Address creditor inquiries re: claims (NAI re: real estate brokerage fees; compucom, and Ed Gallagher).	0.60	280.00	\$168.00

<b>Task Code Total</b>	<b>11.10</b>	<b>\$1,493.00</b>
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**COMPENSATION PROF. [B160]**

09/20/01	PEC	Draft Certificate of No Objection regarding Pitney Hardin Kipp & Szuch June Monthly Fee Application and Certificate of Service (.4) File and serve (.4)	0.80	110.00	\$88.00
10/09/01	PEC	Draft Certificate of No Objection regarding Wallace King Marraro & Branson July Fee Application and Certificate of Service (.4); File and serve Certificate of No Objection (.4)	0.80	110.00	\$88.00
10/09/01	PEC	Draft Certificate of No Objection regarding PSZYJ June Monthly Fee Application and Certificate of Service (.4);	0.80	110.00	\$88.00

		File and serve Certificate of No Objection (.4)			
10/12/01	PEC	File and serve PSZYJ's July Monthly Fee Application (.4); Draft Certificate of Service (.2)	0.60	110.00	\$66.00
10/15/01	PEC	File and serve Notice of Debtors' Statement of Amounts Paid to Ordinary Course Professionals from April 2, 2001 Through September 30, 2001 (.4); Draft Certificate of Service (.1)	0.50	110.00	\$55.00
10/16/01	PEC	Draft Notice of Filing of Blackstone Group's August Monthly Fee Application and Certificate of Service (.4); File and serve (.4)	0.80	110.00	\$88.00
10/17/01	PEC	Draft Notice of Nelson Mullins Riley & Scarborough Interim Fee Application for the Period of May 1, 2001 Through June 30, 2001 and Certificate of Service (.4); File and serve Fee Application (.4)	0.80	110.00	\$88.00
10/17/01	PEC	Draft Notice of Nelson Mullins Riley & Scarborough Interim Fee Application for the Period of July 19, 2001 Through July 31, 2001 and Certificate of Service (.4); File and serve Fee Application (.4)	0.80	110.00	\$88.00
10/17/01	PEC	Draft Notice of Nelson Mullins Riley & Scarborough Interim Fee Application for the Period of August 1, 2001 Through August 31, 2001 and Certificate of Service (.4); File and serve Fee Application (.4)	0.80	110.00	\$88.00
10/30/01	PEC	Draft Notice of Filing July Monthly Fee Application of Pitney Hardin Kipp & Szuch and Certificate of Service (.4); File and serve Application (.4)	0.80	110.00	\$88.00
10/30/01	PEC	Draft Notice of Filing September Monthly Fee Application of Kirkland & Ellis and Certificate of Service (.4); File and serve Application (.4)	0.80	110.00	\$88.00
10/31/01	PEC	Draft Notice of filing of PSZYJ August Monthly Fee Application and Certificate of Service (.4); File and serve Application (.4)	0.80	110.00	\$88.00
10/31/01	PEC	Draft Certificate of No Objection regarding Kirkland & Ellis August Fee Application and Certificate of Service (.4); File and serve (.4)	0.80	110.00	\$88.00
10/31/01	PEC	Draft Certificate of No Objection regarding Pitney Hardin Kipp & Szuch July Fee Application and Certificate of Service (.4); File and serve (.4)	0.80	110.00	\$88.00
10/31/01	PEC	Draft Certificate of No Objection regarding PSZYJ July Montly Fee Application and Certificate of Service (.4); File and serve (.4)	0.80	110.00	\$88.00
12/03/01	DWC	Review and address filing and service of Casner & Edwards fee application for September through October 31.	0.60	280.00	\$168.00
12/03/01	PEC	Review docket for PSZYJ fee application information requested by Laurie Gilbert.	0.50	110.00	\$55.00
12/04/01	PEC	Draft Notice and Certificate of Service for Pitney Hardin Special Fee Application for the Period of April 2, 2001 Through December 3, 2001.	0.50	110.00	\$55.00
12/04/01	PEC	Draft Notice and Certificate of Service for Casner & Edwards September / October Fee Application.	0.60	110.00	\$66.00
12/04/01	DWC	Review and address filing and service of Pitney Hardin's fee application for contingency amount.	0.60	280.00	\$168.00
12/06/01	DWC	Review and revise Cert of No Objection for PSZYJ September fee application.	0.20	280.00	\$56.00
12/06/01	PEC	Fiel and serve PSZYJ Certificate of No Objection regarding PSZYJ August Fee Application.	0.50	110.00	\$55.00
12/06/01	PEC	Draft Certificate of No Objection regarding PSZYJ September Fee Application and Certificate of Service (.40) and file and serve (.20)	0.60	110.00	\$66.00
12/06/01	PEC	Draft Certificate of No Objection regarding Wallace King	0.60	110.00	\$66.00



		Marraro & Branson August Fee Application and Certificate of Service (.40); and file and serve (.20)			
12/07/01	HRR	Review and analyze fee applications of professionals.	0.20	330.00	\$66.00
12/07/01	SGF	Email and telephone conferences regarding issues and timing of fee application.	0.20	350.00	\$70.00
12/07/01	LAG	Email and telephone conferences regarding issues and timing of fee application.	0.20	125.00	\$25.00
12/11/01	DWC	Review and revise Cert. of No Objection re: fee applications of Nelson Mullins, Pitney Hardin, Kirkland & Ellis, and Holme Roberts (.2 each).	0.80	280.00	\$224.00
12/11/01	PEC	Draft Certificate of No Objection for Holme Roberts & Owen First Quarterly Fee Application (.4); File and serve (.4)	0.80	110.00	\$88.00
12/11/01	PEC	Draft Notice of Kirkland & Ellis October Fee Application and Certificate of Service (.4); File and serve (.5)	0.90	110.00	\$99.00
12/11/01	PEC	File and serve Pitney Hardin October Fee Application (.4); Draft Certificate of Service (.2)	0.60	110.00	\$66.00
12/11/01	PEC	File and serve Kirkland & Ellis October Fee Application (.4); Draft Certificate of Service (.2)	0.60	110.00	\$66.00
12/12/01	DWC	Review and revise Cert. of No Objection re: Balckstone September fee application and PSZYJ first quarterly fee application.	0.40	280.00	\$112.00
12/12/01	PEC	Draft Certificate of No Objection regarding PSZYJ First Quarterly Fee Application (.4); File and serve (.4)	0.80	110.00	\$88.00
12/12/01	PEC	Draft Certificate of No Objection regarding Blackstone Group September Fee Application (.4); File and serve (.4)	0.80	110.00	\$88.00
12/19/01	DWC	Review and revise Certs. of No Objection re: Nelson Mullins October fee application and Wallace King October fee application.	0.40	280.00	\$112.00
12/19/01	PEC	Draft Notice of Wallace King Marraro & Branson October Fee Application and Certificate of Service (.4); file and serve (.4)	0.80	110.00	\$88.00
12/19/01	PEC	Draft Notice of Nelson Mullins Riley & Scarborough October Fee Application and Affidavit of Service (.4); Draft Affidavit of Service (.4)	0.80	110.00	\$88.00
12/20/01	LAG	Email and telephone conferences regarding issues and timing of fee application.	0.20	125.00	\$25.00
12/21/01	DWC	Review Judge Fitzgerald's December 20th letter to me and Order directing Debtors to revise Administrative Order re: interim compensation procedures, and Owens Corning Order re: same (.8); calls with co-counsel re: same (.4); meet with L. Jones re: same (.2); call with R. Baker re: same (.2); draft letter to professionals in case re: same (.8) and address service thereof (.3)	2.70	280.00	\$756.00
12/21/01	DWC	Review and revise Certs. of No Objection re: Holme Roberts October fee application (.2); PSZYJ October fee application (.2); Pitney Hardin September fee application (.2) and Blackstone October fee application (.2)	0.80	280.00	\$224.00
12/21/01	PEC	Draft Certificate of No Objection regarding PSZYJ October Fee Application and Certificate of Service.	0.50	110.00	\$55.00
12/21/01	PEC	Draft Certificate of No Objection regarding Blackstone Group's October Fee Application and Certificate of Service.	0.50	110.00	\$55.00
12/21/01	PEC	Prepare Certificate of No Objection re: Pitney Hardin September Fee App for e-file.	0.40	110.00	\$44.00
12/21/01	PEC	Prepare Certificate of No Objection re: Holme Roberts & Owen October Fee App for e-file.	0.40	110.00	\$44.00
12/21/01	PEC	Draft Certificate of No Objection regarding Holme Roberts and Owen October Fee Application and Certificate of Service.	0.50	110.00	\$55.00
12/21/01	PEC	Prepare Certificate of No Objection re: PSZYJ October Fee	0.40	110.00	\$44.00

		App for e-file.			
12/21/01	PEC	Prepare Certificate of No Objection re: Blackstone Group's October Fee App for e-file.	0.40	110.00	\$44.00
12/27/01	DWC	Review and file Certs. of No Objection re: Pitney Hardin's special fee application and Casner and Edwards Septemebr fee application.	0.60	280.00	\$168.00
12/27/01	HRR	Draft second quarterly fee application.	1.50	330.00	\$495.00
12/27/01	HRR	Telephone conference with D. Carickhoff regarding fee applications.	0.10	330.00	\$33.00
12/28/01	DWC	Review Kirkland & Ellis November fee application and prepare the same for filing (.5), revise notice in connection therewith (.2); address filing and service of the same (.2).	0.90	280.00	\$252.00
12/28/01	DWC	Review and revise Blackstone Second Quarterly fee application, including adding missing exhibits (1); address filing and service of the same (.2)	1.20	280.00	\$336.00
12/31/01	HRR	Draft fee application.	1.50	330.00	\$495.00
<b>Task Code Total</b>			<b>37.10</b>		<b>\$6,425.00</b>

**EXECUTORY CONTRACTS [B185]**

12/03/01	PEC	File and serve Debtors' Motion for an Order Approving the Rejection of Pharmacy Services Agreement (.60); and Draft Certificate of Service (.20)	0.80	110.00	\$88.00
<b>Task Code Total</b>			<b>0.80</b>		<b>\$88.00</b>

**FINANCIAL FILINGS [B110]**

12/03/01	DWC	Review and address filing and service of October monthly operating report.	0.50	280.00	\$140.00
12/04/01	PEC	File and serve October Operating Report for W. R. Grace & Co.(.60); and Draft Affidavit of Service (.20)	0.80	110.00	\$88.00
<b>Task Code Total</b>			<b>1.30</b>		<b>\$228.00</b>

**LITIGATION (NON-BANKRUPTCY)**

12/12/01	DWC	Review and revise Cert. of No Objection re: Motion for Consent Decree with the EPA.	0.20	280.00	\$56.00
12/12/01	PEC	Draft Certificate of No Objection regarding Debtors' Motion for Entry of an Order Approving Execution of a Consent Decree with the EPA (.4); File and serve (.4)	0.80	110.00	\$88.00
12/27/01	DWC	Review and revise motion to extend time to remove actions (1.0), draft notice and cert. of service in connection therewith (.40), and address filing and service thereof (.20)	1.60	280.00	\$448.00
<b>Task Code Total</b>			<b>2.60</b>		<b>\$592.00</b>

**PLAN & DISCLOSURE STMT. [B320]**

12/20/01	DWC	Meet with D. Siegel re: asbestos issues generally and their implications with respect to the Plan process	1.00	280.00	\$280.00
<b>Task Code Total</b>			<b>1.00</b>		<b>\$280.00</b>

**RETENTION OF PROF. [B160]**

10/15/01	PEC	File and serve Statement of the Debtors in Connection with the Supplemental Affidavit of Elihu Inselbuch Pursuant to Section 327(a) of the Bankruptcy Code and Rule 2014 of the Federal Rules of Bankruptcy Procedure (.4); Draft Certificate of Service (.1)	0.50	110.00	\$55.00
10/16/01	PEC	File and serve Certification of Counsel regarding Debtors' Application to Retain Rust Consulting, Inc. as Official Claims Agent (.4); Draft Certificate of Service (.1)	0.50	110.00	\$55.00
12/10/01	PEC	Draft Certificate of No Objection regarding Application to Retain Steptoe & Johnson (.4); File and serve (.4)	0.80	110.00	\$88.00

**Task Code Total**

**1.80**

**\$198.00**

**Total professional services:**

**188.30**

**\$35,017.00**

**Costs Advanced:**

12/03/2001	FX	Fax Transmittal. [E104]			\$638.00
12/03/2001	RE	(CORR 578 @0.15 PER PG)			\$86.70
12/03/2001	RE	(CORR 1032 @0.15 PER PG)			\$154.80
12/03/2001	RE	(CORR 338 @0.15 PER PG)			\$50.70
12/03/2001	RE	(CORR 284 @0.15 PER PG)			\$42.60
12/03/2001	RE	(CORR 62 @0.15 PER PG)			\$9.30
12/03/2001	RE	(AGR 22 @0.15 PER PG)			\$3.30
12/03/2001	RE	Reproduction Expense. [E101]			\$1.80
12/04/2001	FE	Federal Express [E108]			\$740.75
12/04/2001	FX	(CORR 4 @1.00 PER PG)			\$4.00
12/04/2001	RE	(CORR 31 @0.15 PER PG)			\$4.65
12/04/2001	RE	(CORR 116 @0.15 PER PG)			\$17.40
12/04/2001	RE	(CORR 582 @0.15 PER PG)			\$87.30
12/04/2001	RE	(CORR 308 @0.15 PER PG)			\$46.20
12/04/2001	RE	(CORR 359 @0.15 PER PG)			\$53.85
12/04/2001	RE	(CORR 1106 @0.15 PER PG)			\$165.90
12/04/2001	RE	(CORR 2014 @0.15 PER PG)			\$302.10
12/04/2001	RE	(CORR 494 @0.15 PER PG)			\$74.10
12/04/2001	SO	Secretarial Overtime--Rasheda Stewart			\$25.52
12/05/2001	PO	Postage--DDI [E108]			\$10.40
12/05/2001	RE	(CORR 92 @0.15 PER PG)			\$13.80
12/05/2001	RE	(CORR 116 @0.15 PER PG)			\$17.40
12/05/2001	RE	(CORR 292 @0.15 PER PG)			\$43.80
12/05/2001	RE	(CORR 1148 @0.15 PER PG)			\$172.20
12/05/2001	RE	(CORR 20 @0.15 PER PG)			\$3.00
12/05/2001	RE	(CORR 42 @0.15 PER PG)			\$6.30
12/05/2001	RE	(CORR 162 @0.15 PER PG)			\$24.30
12/05/2001	RE	(CORR 972 @0.15 PER PG)			\$145.80
12/05/2001	RE	(CORR 1656 @0.15 PER PG)			\$248.40
12/05/2001	RE	(CORR 404 @0.15 PER PG)			\$60.60
12/05/2001	RE	(CORR 2340 @0.15 PER PG)			\$351.00
12/05/2001	RE	Reproduction Expense. [E101]			\$2.70
12/05/2001	SO	Secretarial Overtime--Vanessa Preston			\$43.23
12/06/2001	PO	Postage--DDI [E108]			\$152.00
12/06/2001	RE	(AGR 104 @0.15 PER PG)			\$15.60
12/06/2001	RE	(CORR 697 @0.15 PER PG)			\$104.55
12/06/2001	RE	(CORR 84 @0.15 PER PG)			\$12.60
12/06/2001	RE	(CORR 78 @0.15 PER PG)			\$11.70
12/06/2001	RE	Reproduction Expense--DDI (2688 copies) [E101]			\$268.80
12/06/2001	SO	Secretarial Overtime--Rasheda Stewart			\$25.52
12/06/2001	SO	Secretarial Overtime--Vanessa Preston			\$46.10
12/07/2001	FX	Fax Transmittal. [E104]			\$24.00

12/07/2001	RE	(CORR 95 @0.15 PER PG)	\$14.25
12/07/2001	RE	(CORR 250 @0.15 PER PG)	\$37.50
12/10/2001	FX	(CORR 1 @1.00 PER PG)	\$1.00
12/10/2001	TR	Transcript--Valerie J. Gunning [E116]	\$96.00
12/11/2001	FE	Federal Express [E108]	\$59.12
12/11/2001	FX	(AGR 12 @1.00 PER PG)	\$12.00
12/11/2001	RE	Reproduction Expense. [E101]	\$2.85
12/11/2001	RE	(CORR 2544 @0.15 PER PG)	\$381.60
12/11/2001	RE	(CORR 215 @0.15 PER PG)	\$32.25
12/11/2001	RE	(CORR 52 @0.15 PER PG)	\$7.80
12/11/2001	RE	(CORR 79 @0.15 PER PG)	\$11.85
12/12/2001	FX	(AGR 18 @1.00 PER PG)	\$18.00
12/12/2001	RE	Reproduction Expense. [E101]	\$5.55
12/12/2001	RE	(CORR 247 @0.15 PER PG)	\$37.05
12/12/2001	RE	(CORR 1677 @0.15 PER PG)	\$251.55
12/12/2001	RE	(CORR 108 @0.15 PER PG)	\$16.20
12/12/2001	RE	(CORR 708 @0.15 PER PG)	\$106.20
12/12/2001	RE	(CORR 37 @0.15 PER PG)	\$5.55
12/13/2001	RE	(CORR 620 @0.15 PER PG)	\$93.00
12/13/2001	RE	Reproduction Expense. [E101]	\$1.50
12/14/2001	PO	Postage--DDI [E108]	\$10.40
12/14/2001	RE	(CORR 206 @0.15 PER PG)	\$30.90
12/14/2001	RE	(CORR 2957 @0.15 PER PG)	\$443.55
12/14/2001	RE	(CORR 227 @0.15 PER PG)	\$34.05
12/14/2001	RE	(CORR 613 @0.15 PER PG)	\$91.95
12/14/2001	RE	(CORR 1513 @0.15 PER PG)	\$226.95
12/14/2001	RE	(CORR 464 @0.15 PER PG)	\$69.60
12/14/2001	RE	(CORR 1604 @0.15 PER PG)	\$240.60
12/14/2001	RE	Reproduction Expense--DDI (3570 copies) [E101]	\$357.00
12/15/2001	RE	(CORR 1400 @0.15 PER PG)	\$210.00
12/15/2001	RE	(CORR 140 @0.15 PER PG)	\$21.00
12/17/2001	FX	Fax Transmittal. [E104]	\$90.00
12/17/2001	FX	(CORR 20 @1.00 PER PG)	\$20.00
12/17/2001	FX	(CORR 9 @1.00 PER PG)	\$9.00
12/17/2001	FX	(CORR 25 @1.00 PER PG)	\$25.00
12/17/2001	FX	(AGR 50 @1.00 PER PG)	\$50.00
12/17/2001	RE	Reproduction Expense. [E101]	\$9.45
12/17/2001	RE	(CORR 255 @0.15 PER PG)	\$38.25
12/17/2001	RE	Reproduction Expense. [E101]	\$40.50
12/18/2001	FE	Federal Express [E108]	\$80.12
12/18/2001	FX	(AGR 4 @1.00 PER PG)	\$4.00
12/18/2001	FX	Fax Transmittal. [E104]	\$64.00
12/18/2001	RE	(CORR 264 @0.15 PER PG)	\$39.60
12/18/2001	RE	(CORR 165 @0.15 PER PG)	\$24.75
12/18/2001	RE	(CORR 1438 @0.15 PER PG)	\$215.70
12/18/2001	RE	(CORR 94 @0.15 PER PG)	\$14.10
12/18/2001	SO	Secretarial Overtime--Rasheda Stewart	\$25.52
12/19/2001	FX	(DOC 5 @1.00 PER PG)	\$5.00
12/19/2001	FX	(AGR 2 @1.00 PER PG)	\$2.00
12/19/2001	FX	(AGR 22 @1.00 PER PG)	\$22.00
12/19/2001	FX	(AGR 21 @1.00 PER PG)	\$21.00
12/19/2001	FX	(AGR 21 @1.00 PER PG)	\$21.00
12/19/2001	FX	(AGR 21 @1.00 PER PG)	\$21.00
12/19/2001	FX	(3 21 @1.00 PER PG)	\$21.00
12/19/2001	FX	(AGR 21 @1.00 PER PG)	\$21.00
12/19/2001	FX	(AGR 21 @1.00 PER PG)	\$21.00
12/19/2001	FX	(AGR 21 @1.00 PER PG)	\$21.00
12/19/2001	FX	(3 21 @1.00 PER PG)	\$21.00
12/19/2001	FX	(AGR 21 @1.00 PER PG)	\$21.00
12/19/2001	FX	(AGR 21 @1.00 PER PG)	\$21.00

12/19/2001	FX	(3 21 @1.00 PER PG)	\$21.00
12/19/2001	FX	(3 21 @1.00 PER PG)	\$21.00
12/19/2001	FX	(3 21 @1.00 PER PG)	\$21.00
12/19/2001	FX	(3 21 @1.00 PER PG)	\$21.00
12/19/2001	FX	(3 21 @1.00 PER PG)	\$21.00
12/19/2001	FX	(AGR 21 @1.00 PER PG)	\$21.00
12/19/2001	FX	(AGR 18 @1.00 PER PG)	\$18.00
12/19/2001	FX	(AGR 21 @1.00 PER PG)	\$21.00
12/19/2001	FX	(AGR 21 @1.00 PER PG)	\$21.00
12/19/2001	FX	(AGR 21 @1.00 PER PG)	\$21.00
12/19/2001	FX	(AGR 22 @1.00 PER PG)	\$22.00
12/19/2001	FX	(3 21 @1.00 PER PG)	\$21.00
12/19/2001	FX	(3 21 @1.00 PER PG)	\$21.00
12/19/2001	FX	(AGR 21 @1.00 PER PG)	\$21.00
12/19/2001	FX	(AGR 21 @1.00 PER PG)	\$21.00
12/19/2001	FX	(AGR 21 @1.00 PER PG)	\$21.00
12/19/2001	FX	(AGR 21 @1.00 PER PG)	\$21.00
12/19/2001	FX	(AGR 21 @1.00 PER PG)	\$21.00
12/19/2001	RE	(CORR 314 @0.15 PER PG)	\$47.10
12/19/2001	RE	Reproduction Expense. [E101]	\$24.00
12/19/2001	RE	(CORR 4440 @0.15 PER PG)	\$666.00
12/19/2001	RE	(CORR 78 @0.15 PER PG)	\$11.70
12/19/2001	RE	(CORR 25 @0.15 PER PG)	\$3.75
12/19/2001	RE	(CORR 992 @0.15 PER PG)	\$148.80
12/19/2001	RE	(CORR 283 @0.15 PER PG)	\$42.45
12/19/2001	RE	(CORR 2937 @0.15 PER PG)	\$440.55
12/19/2001	RE	(CORR 33 @0.15 PER PG)	\$4.95
12/19/2001	RE	(CORR 1019 @0.15 PER PG)	\$152.85
12/19/2001	RE	(CORR 1312 @0.15 PER PG)	\$196.80
12/19/2001	RE	(CORR 226 @0.15 PER PG)	\$33.90
12/19/2001	RE	(CORR 1002 @0.15 PER PG)	\$150.30
12/19/2001	RE	Reproduction Expense. [E101]	\$31.80
12/19/2001	SO	Secretarial Overtime--Vanessa Preston	\$17.29
12/20/2001	RE	(CORR 4468 @0.15 PER PG)	\$670.20
12/20/2001	RE	(CORR 64 @0.15 PER PG)	\$9.60
12/20/2001	RE	(CORR 996 @0.15 PER PG)	\$149.40
12/20/2001	RE	(CORR 78 @0.15 PER PG)	\$11.70
12/20/2001	SO	Secretarial Overtime--Rasheda Stewart	\$25.52
12/21/2001	FX	(CORR 3 @1.00 PER PG)	\$3.00
12/21/2001	FX	(AGR 21 @1.00 PER PG)	\$21.00
12/21/2001	FX	(AGR 21 @1.00 PER PG)	\$21.00
12/21/2001	FX	(AGR 21 @1.00 PER PG)	\$21.00
12/21/2001	FX	(AGR 21 @1.00 PER PG)	\$21.00
12/21/2001	FX	(AGR 21 @1.00 PER PG)	\$21.00
12/21/2001	FX	(AGR 21 @1.00 PER PG)	\$21.00
12/21/2001	FX	(AGR 21 @1.00 PER PG)	\$21.00
12/21/2001	FX	(AGR 21 @1.00 PER PG)	\$21.00
12/21/2001	FX	Fax Transmittal. [E104]	\$114.00
12/21/2001	RE	(CORR 98 @0.15 PER PG)	\$14.70
12/21/2001	RE	Reproduction Expense. [E101]	\$2.55
12/26/2001	FX	Fax Transmittal. [E104]	\$51.00
12/26/2001	PO	Postage--DDI [E108]	\$107.73
12/26/2001	RE	(CORR 2235 @0.15 PER PG)	\$335.25
12/26/2001	RE	(CORR 156 @0.15 PER PG)	\$23.40
12/26/2001	RE	(CORR 5 @0.15 PER PG)	\$0.75
12/26/2001	RE	(CORR 330 @0.15 PER PG)	\$49.50
12/26/2001	RE	(CORR 669 @0.15 PER PG)	\$100.35
12/26/2001	RE	(CORR 446 @0.15 PER PG)	\$66.90
12/27/2001	RE	(CORR 41 @0.15 PER PG)	\$6.15
12/27/2001	RE	(CORR 36 @0.15 PER PG)	\$5.40

Invoice number 50213

12/27/2001	RE	Reproduction Expense. [E101]	\$8.85
12/27/2001	RE	(CORR 4243 @0.15 PER PG)	\$636.45
12/28/2001	RE	(CORR 264 @0.15 PER PG)	\$39.60
12/29/2001	RE	(CORR 1479 @0.15 PER PG)	\$221.85
12/29/2001	RE	(CORR 1176 @0.15 PER PG)	\$176.40

**Total Expenses:**

**\$13,575.07**

**Summary:**

Total professional services	\$35,017.00
Total expenses	\$13,575.07
Net current charges	\$48,592.07
Net balance forward	\$117,264.93
<b>Total balance now due</b>	<b>\$165,857.00</b>

**Billing Summary**

CMS	Shaeffer, Christina M.	0.90	\$40.00	\$36.00
DCC	Crossan, Donna C.	14.80	\$55.00	\$814.00
DWC	Carickhoff, David W	67.00	\$280.00	\$18,760.00
HRR	Rafatjoo, Hamid R.	3.60	\$330.00	\$1,188.00
JMG	Griffith, Jason M.	1.30	\$40.00	\$52.00
LAG	Gilbert, Laurie A.	0.40	\$125.00	\$50.00
LDJ	Jones, Laura Davis	9.30	\$550.00	\$5,115.00
PEC	Cuniff, Patricia E.	73.20	\$110.00	\$8,052.00
SGF	Frye, Stephen G.	0.20	\$350.00	\$70.00
SLP	Pitman, L. Sheryle	17.50	\$50.00	\$875.00
VEM	Mobley, Violet E.	0.10	\$50.00	\$5.00
		188.30		\$35,017.00

**Task Code Summary**

		Hours	Amount
AD	ASSET DISPOSITION [B130]	0.60	\$66.00
BL	BANKRUPTCY LITIGATION [L430]	14.40	\$6,381.00
CA	CASE ADMINISTRATION [B110]	117.60	\$19,266.00
CO	CLAIMS ADMIN/OBJECTIONS [B310]	11.10	\$1,493.00
CP	COMPENSATION PROF. [B160]	37.10	\$6,425.00
EC	EXECUTORY CONTRACTS [B185]	0.80	\$88.00
FF	FINANCIAL FILINGS [B110]	1.30	\$228.00
LN	LITIGATION (NON-BANKRUPTCY)	2.60	\$592.00
PD	PLAN & DISCLOSURE STMT. [B320]	1.00	\$280.00
RP	RETENTION OF PROF. [B160]	1.80	\$198.00

188.30 \$35,017.00

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### Expense Code Summary

Federal Express [E108]	\$879.99
Fax Transmittal. [E104]	\$1,910.00
Postage [E108]	\$280.53
Reproduction Expense. [E101]	\$10,199.85
Overtime	\$208.70
Transcript [E116]	<u>\$96.00</u>
	\$13,575.07